

Exhibit B

Monthly Statements

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors. ¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

-----X

IN RE:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

PROMESA
Title III

No. 17 BK 3566-LTS

-----X

**COVER SHEET TO FIFTY-FIRST MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM ("ERS")
FOR THE PERIOD JUNE 1, 2021 THROUGH JUNE 30, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: June 1, 2021 through June 30, 2021

Amount of compensation sought
as actual, reasonable and necessary: **\$2,001.90**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$3,220.00**

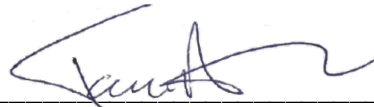
Total Amount for these Invoices: **\$5,221.90**

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 51st monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for June 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On July 28, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period June 2021

| ERS – General | | | |
|---------------|--|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 206 | Documents Filed on Behalf of the Board | 0.30 | \$255.90 |
| 218 | Employment and Fee Applications | 6.00 | \$1,746.00 |
| Total | | 6.30 | \$2,001.90 |

Summary of Legal Fees for the Period June 2021

ACROSS ALL ERS-RELATED MATTERS

| Professional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|---------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Joshua A. Esses | Associate | BSGR & B | \$853.00 | 0.30 | \$255.90 |
| TOTAL | | | | 0.30 | \$255.90 |

| Paraprofessional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-------------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Natasha Petrov | Legal Assistant | BSGR & B | \$291.00 | 6.00 | \$1,746.00 |
| TOTAL | | | | 6.00 | \$1,746.00 |

| | | |
|------------------------------|------------------------------|-----------------------------------|
| SUMMARY OF LEGAL FEES | <u>Hours</u> 6.30 | <u>Fees</u> \$2,001.90 |
|------------------------------|------------------------------|-----------------------------------|

Summary of Disbursements for the period June 2021

ACROSS ALL ERS-RELATED MATTERS

| EXPENSE CATEGORY | AMOUNTS |
|--------------------------|-------------------|
| Practice Support Vendors | \$3,220.00 |
| TOTAL | \$3,220.00 |

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,801.71 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$3,220.00) in the total amount of \$5,021.71.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 12 of 83

Invoice Date
Invoice Number26 Jul 2021
21051554**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|--|--------------|-----------------------------|
| 206 Documents Filed on Behalf of the Board | 0.30 | 255.90 |
| 218 Employment and Fee Applications | 6.00 | 1,746.00 |
| Total Fees | 6.30 | \$ 2,001.90 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 13 of 83

Invoice Date
Invoice Number26 Jul 2021
21051554**Description of Services Rendered**

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|---|--------------------|-------------|--|--------------|-------------------|
| Documents Filed on Behalf of the Board – 206 | | | | | |
| 11 Jun 2021 | Esses, Joshua A. | 206 | Draft objection to claims filed against ERS. | 0.30 | 255.90 |
| Documents Filed on Behalf of the Board Sub-Total | | | | 0.30 | \$255.90 |
| Employment and Fee Applications – 218 | | | | | |
| 07 Jun 2021 | Petrov, Natasha B. | 218 | Continue drafting and revising Proskauer 11th interim fee application (0.80); Continue preparing exhibits to same (0.60). | 1.40 | 407.40 |
| 09 Jun 2021 | Petrov, Natasha B. | 218 | Continue drafting and revising Proskauer 11th interim fee application. | 1.10 | 320.10 |
| 10 Jun 2021 | Petrov, Natasha B. | 218 | Continue revising Proskauer 11th interim fee application. | 0.30 | 87.30 |
| 11 Jun 2021 | Petrov, Natasha B. | 218 | Draft notice of filing for Proskauer 11th interim fee application. | 0.30 | 87.30 |
| 17 Jun 2021 | Petrov, Natasha B. | 218 | Review monthly statements for Proskauer 12th interim fee application (0.60); Perform calculations for same (0.60). | 1.20 | 349.20 |
| 24 Jun 2021 | Petrov, Natasha B. | 218 | Continue review of monthly statements and redacting certain entries for Proskauer 11th interim fee application. | 0.50 | 145.50 |
| 25 Jun 2021 | Petrov, Natasha B. | 218 | Continue review of monthly statements for Proskauer 11th fee application (0.20); E-mails with M. Volin regarding same (0.20). | 0.40 | 116.40 |
| 30 Jun 2021 | Petrov, Natasha B. | 218 | Analyze exhibit received from D. Brown (0.20); Prepare related exhibit to Proskauer 11th interim fee application (0.40); Update Proskauer 11th interim fee application (0.20). | 0.80 | 232.80 |
| Employment and Fee Applications Sub-Total | | | | 6.00 | \$1,746.00 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 14 of 83

Invoice Date
Invoice Number26 Jul 2021
21051554**Timekeeper Summary**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|-------------------------------|--------------|-------------|--------------------|
| <u>Associate</u> | | | |
| Esses, Joshua A. | 0.30 | 853.00 | 255.90 |
| Total Associate | 0.30 | | \$ 255.90 |
| <u>Legal Assistant</u> | | | |
| Petrov, Natasha B. | 6.00 | 291.00 | 1,746.00 |
| Total Legal Assistant | 6.00 | | \$ 1,746.00 |
| Professional Fees | 6.30 | | \$ 2,001.90 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 15 of 83

Invoice Date
Invoice Number26 Jul 2021
21051554

Description of Disbursements

| <u>Date</u> | <u>Timekeeper</u> | <u>Description</u> | <u>Amount</u> |
|---------------------------------------|--------------------------|--|-----------------|
| Practice Support Vendors | | | |
| 08 May 2021 | Gardephe, Christopher H. | Vendor: Ld Lower Holidngs Inc Invoice#: P0100181405 Date: 5/8/2021 - eDiscovery vendor services - eDiscovery vendor services | 3,220.00 |
| Total Practice Support Vendors | | | 3,220.00 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 16 of 83

Invoice Date
Invoice Number26 Jul 2021
21051554

Disbursement Summary

| <u>Disbursements and Other Charges</u> | <u>Amount</u> |
|---|----------------------|
| Practice Support Vendors | 3,220.00 |
| Total Disbursements | \$ 3,220.00 |

| | |
|---------------------|--------------------|
| Total Billed | \$ 5,221.90 |
|---------------------|--------------------|

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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| | |
|--|------------------------|
| In re: | PROMESA Title III |
| THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, | |
| as representative of | No. 17 BK 3283-LTS |
| THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , | (Jointly Administered) |
| Debtors. ¹ | |

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IN RE:

| | |
|---|----------------------|
| THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, | PROMESA Title III |
| as representative of | No. 17 BK 3566-LTS |
| THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO, | |
| Debtor. | |

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**COVER SHEET TO FIFTY-SECOND MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD JULY 1, 2021 THROUGH JULY 31, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: July 1, 2021 through July 31, 2021

Amount of compensation sought
as actual, reasonable and necessary: **\$8,698.40**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$5,147.00**

Total Amount for these Invoices: **\$13,845.40**

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 52nd monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for July 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On August 20, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period July 2021

| ERS – General | | | |
|---------------|---------------------------------|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 212 | General Administration | 1.50 | \$436.50 |
| 218 | Employment and Fee Applications | 7.90 | \$2,973.30 |
| Total | | 9.40 | \$3,409.80 |

| ERS – Vegabajena | | | |
|------------------|-----------------------|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 210 | Analysis and Strategy | 6.20 | \$5,288.60 |
| Total | | 6.20 | \$5,288.60 |

Summary of Legal Fees for the Period July 2021

ACROSS ALL ERS-RELATED MATTERS

| Professional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|----------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Michael A. Firestein | Partner | Litigation | \$853.00 | 4.70 | \$4,009.10 |
| Jennifer L. Roche | Senior Counsel | Litigation | \$853.00 | 1.50 | \$1,279.50 |
| Megan R. Volin | Associate | Corporate | \$853.00 | 1.20 | \$1,023.60 |
| TOTAL | | | | 7.40 | \$6,312.20 |

| Paraprofessional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-------------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Lawrence T. Silvestro | Legal Assistant | Litigation | \$291.00 | 0.40 | \$116.40 |
| Natasha Petrov | Legal Assistant | BSGR & B | \$291.00 | 6.70 | \$1,949.70 |
| Tal J. Singer | Legal Assistant | Litigation | \$291.00 | 1.10 | \$320.10 |
| TOTAL | | | | 8.20 | \$2,386.20 |

| | | |
|------------------------------|-------------------------------|-----------------------------------|
| SUMMARY OF LEGAL FEES | <u>Hours</u> 15.60 | <u>Fees</u> \$8,698.40 |
|------------------------------|-------------------------------|-----------------------------------|

Summary of Disbursements for the period July 2021

ACROSS ALL ERS-RELATED MATTERS

| EXPENSE CATEGORY | AMOUNTS |
|---------------------------|-------------------|
| Practice Support Vendors | \$3,034.50 |
| Transcripts & Depositions | \$1,742.50 |
| Highq Licensing | \$370.00 |
| TOTAL | \$5,147.00 |

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$7,828.56 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$5,147.00) in the total amount of \$12,975.56.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 27 of 83

Invoice Date
Invoice Number19 Aug 2021
21056980**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|-------------------------------------|--------------|-----------------------------|
| 212 General Administration | 1.50 | 436.50 |
| 218 Employment and Fee Applications | 7.90 | 2,973.30 |
| Total Fees | 9.40 | \$ 3,409.80 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 28 of 83

Invoice Date
Invoice Number19 Aug 2021
21056980

| Description of Services Rendered | | | | | |
|--|------------------------|-------------|---|--------------|-------------------|
| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
| General Administration – 212 | | | | | |
| 12 Jul 2021 | Silvestro, Lawrence T. | 212 | Update deposition transcripts files (0.40). | 0.40 | 116.40 |
| 19 Jul 2021 | Singer, Tal J. | 212 | Research regarding ERS administrative expense objections (0.90); E-mail same to J. Esses and J. Peterson (0.20). | 1.10 | 320.10 |
| General Administration Sub-Total | | | | 1.50 | \$436.50 |
| Employment and Fee Applications – 218 | | | | | |
| 13 Jul 2021 | Petrov, Natasha B. | 218 | Revise Proskauer 11th interim fee application per M. Volin. | 1.40 | 407.40 |
| 15 Jul 2021 | Petrov, Natasha B. | 218 | Finalize fee application redactions per R. Kim. | 0.70 | 203.70 |
| 19 Jul 2021 | Volin, Megan R. | 218 | Review and revise draft fee application (0.80); Incorporate M. Bienenstock comments to fee application (0.30). | 1.10 | 938.30 |
| 20 Jul 2021 | Petrov, Natasha B. | 218 | Further revisions to Proskauer 11th interim fee application (0.40); Revise notice of filing of same (0.30); Finalize exhibits in preparation for filing (0.80). | 1.50 | 436.50 |
| 23 Jul 2021 | Petrov, Natasha B. | 218 | Review monthly statements and redact certain entries for 12th interim fee application. | 1.60 | 465.60 |
| 27 Jul 2021 | Petrov, Natasha B. | 218 | Revise Proskauer 11th interim fee application per E. Barak and M. Volin (0.60); Update notice of filing of same (0.20). | 0.80 | 232.80 |
| 28 Jul 2021 | Volin, Megan R. | 218 | Review notice of filing fee application. | 0.10 | 85.30 |
| 28 Jul 2021 | Petrov, Natasha B. | 218 | Additional revisions to Proskauer 11th interim fee application. | 0.20 | 58.20 |
| 29 Jul 2021 | Petrov, Natasha B. | 218 | Finalize Proskauer 11th interim fee application, exhibits and notice in preparation for filing. | 0.50 | 145.50 |
| Employment and Fee Applications Sub-Total | | | | 7.90 | \$2,973.30 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 29 of 83

Invoice Date
Invoice Number19 Aug 2021
21056980**Timekeeper Summary**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|-------------------------------|---------------------|--------------------|---------------------------|
| <u>Associate</u> | | | |
| Volin, Megan R. | 1.20 | 853.00 | 1,023.60 |
| Total Associate | 1.20 | | \$ 1,023.60 |
| <u>Legal Assistant</u> | | | |
| Petrov, Natasha B. | 6.70 | 291.00 | 1,949.70 |
| Silvestro, Lawrence T. | 0.40 | 291.00 | 116.40 |
| Singer, Tal J. | 1.10 | 291.00 | 320.10 |
| Total Legal Assistant | 8.20 | | \$ 2,386.20 |
| Professional Fees | 9.40 | | \$ 3,409.80 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 30 of 83

Invoice Date
Invoice Number19 Aug 2021
21056980

| Description of Disbursements | | | |
|--|--------------------------|--|-----------------|
| <u>Date</u> | <u>Timekeeper</u> | <u>Description</u> | <u>Amount</u> |
| High! Licensing | | | |
| 04 Feb 2020 | Kim, Mee (Rina) | High! Licensing | 185.00 |
| 04 Feb 2020 | Kim, Mee (Rina) | High! Licensing | 185.00 |
| Total High! Licensing | | | 370.00 |
| Transcripts & Depositions | | | |
| 16 Sep 2020 | Pint, Penelope | Vendor: Gregory Edwards LLC Invoice#: 119278 Date: 9/16/2020 - AUGUST 14, 2020 - GE Virtual Deposition Deponent: TONY ARGIZ - Videographer - AUGUST 14, 2020 - GE Virtual Deposition Deponent: TONY ARGIZ - Videographer | 1,742.50 |
| Total Transcripts & Depositions | | | 1,742.50 |
| Practice Support Vendors | | | |
| 06 Jun 2021 | Gardephe, Christopher H. | Vendor: Ld Lower Holidngs Inc Invoice#: P0100187196 Date: 6/7/2021 - eDiscovery vendor services - eDiscovery vendor services | 3,034.50 |
| Total Practice Support Vendors | | | 3,034.50 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 31 of 83

Invoice Date
Invoice Number19 Aug 2021
21056980

Disbursement Summary

| <u>Disbursements and Other Charges</u> | <u>Amount</u> |
|---|----------------------|
| HighQ Charges | 370.00 |
| Practice Support Vendors | 3,034.50 |
| Transcripts | <u>1,742.50</u> |
| Total Disbursements | \$ 5,147.00 |

Total Billed

\$ 8,556.80

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 32 of 83

Invoice Date
Invoice Number19 Aug 2021
21057024**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|---------------------------|--------------|-----------------------------|
| 210 Analysis and Strategy | 6.20 | 5,288.60 |
| Total Fees | 6.20 | \$ 5,288.60 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 33 of 83

Invoice Date
Invoice Number19 Aug 2021
21057024

Description of Services Rendered

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------------------------|-----------------------|-------------|--|--------------|---------------|
| Analysis and Strategy – 210 | | | | | |
| 15 Jul 2021 | Firestein, Michael A. | 210 | Review and draft e-mail to T. Mungovan and P. Possinger on case status and review H. Bauer e-mail on same (0.20); Review motion to dismiss ruling and draft multiple memoranda to B. Rosen on same (0.50). | 0.70 | 597.10 |
| 15 Jul 2021 | Roche, Jennifer L. | 210 | Analysis regarding e-mail from opposing counsel and briefing submitted in case (0.30); E-mails with M. Firestein, P. Possinger, and L. Stafford regarding same (0.20); Conference with M. Firestein regarding strategy and follow up on counsel's e-mail (0.20). | 0.70 | 597.10 |
| 16 Jul 2021 | Firestein, Michael A. | 210 | Review and draft multiple correspondence to B. Rosen, P. Possinger, J. Levitan and E. Barak on dealing with confirmation issues concerning Cooperativas (0.50); Draft strategic e-mail to L. Stafford on next steps in Cooperativas issues (0.30). | 0.80 | 682.40 |
| 17 Jul 2021 | Firestein, Michael A. | 210 | Review and draft e-mail to T. Mungovan on Cooperativa issues and plan (0.30); Telephone conference with T. Mungovan on strategy for Cooperativa issues (0.30). | 0.60 | 511.80 |
| 19 Jul 2021 | Firestein, Michael A. | 210 | Review and draft correspondence to Cooperativa's counsel on claims issues (0.20); Review and draft multiple correspondence to and from O'Melveny on same (0.20). | 0.40 | 341.20 |
| 19 Jul 2021 | Roche, Jennifer L. | 210 | E-mails with AAFAF counsel and L. Stafford regarding claim objection issue. | 0.10 | 85.30 |
| 21 Jul 2021 | Firestein, Michael A. | 210 | Review correspondence on meet and confer and related review of documents to prepare for same (0.30). | 0.30 | 255.90 |
| 22 Jul 2021 | Firestein, Michael A. | 210 | Conference call with O'Melveny and Proskauer on strategy for Cooperativa's claim (0.40); Review and prepare correspondence to L. Stafford on claim objection strategy (0.20); [CONTINUED] | 1.10 | 938.30 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 34 of 83

Invoice Date
Invoice Number19 Aug 2021
21057024

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|--|-----------------------|-------------|---|--------------|-------------------|
| | | | Review claim objection in light of 12(b) order (0.30); Telephone conference with L. Stafford on strategy for further claim objection issues (0.20). | | |
| 22 Jul 2021 | Roche, Jennifer L. | 210 | Review materials for meeting with AAFAF regarding claim objection (0.20); Conference with AAFAF counsel (0.30). | 0.50 | 426.50 |
| 26 Jul 2021 | Firestein, Michael A. | 210 | Attend conference call with AAFAF, O'Melveny, and Proskauer on strategy for Cooperativa issues (0.60). | 0.60 | 511.80 |
| 28 Jul 2021 | Firestein, Michael A. | 210 | Review and draft correspondence to L. Stafford on Cooperativa's claim objection strategy (0.20). | 0.20 | 170.60 |
| 28 Jul 2021 | Roche, Jennifer L. | 210 | E-mails with M. Firestein, L. Stafford and team regarding response to plaintiffs. | 0.20 | 170.60 |
| Analysis and Strategy Sub-Total | | | | 6.20 | \$5,288.60 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 35 of 83

Invoice Date
Invoice Number19 Aug 2021
21057024**Timekeeper Summary**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|------------------------------|---------------------|--------------------|---------------------------|
| <u>Partner</u> | | | |
| Firestein, Michael A. | 4.70 | 853.00 | 4,009.10 |
| Total Partner | 4.70 | | \$ 4,009.10 |
| <u>Senior Counsel</u> | | | |
| Roche, Jennifer L. | 1.50 | 853.00 | 1,279.50 |
| Total Senior Counsel | 1.50 | | \$ 1,279.50 |
| Professional Fees | 6.20 | | \$ 5,288.60 |
| Total Billed | | | \$ 5,288.60 |

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

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IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO FIFTY-THIRD MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: August 1, 2021 through August 31, 2021

Amount of compensation sought
as actual, reasonable and necessary: **\$9,924.80**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$13,545.38**

Total Amount for these Invoices: **\$23,470.18**

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 53rd monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for August 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 15, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period August 2021

| ERS – General | | | |
|---------------|---------------------------------|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 218 | Employment and Fee Applications | 4.50 | \$1,309.50 |
| Total | | 4.50 | \$1,309.50 |

| ERS – Vegabajena | | | |
|------------------|--|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 206 | Documents Filed on Behalf of the Board | 6.20 | \$5,288.60 |
| 210 | Analysis and Strategy | 3.90 | \$3,326.70 |
| Total | | 10.10 | \$8,615.30 |

Summary of Legal Fees for the Period August 2021

ACROSS ALL ERS-RELATED MATTERS

| Professional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|----------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Jeffrey W. Levitan | Partner | BSGR & B | \$853.00 | 3.90 | \$3,326.70 |
| Michael A. Firestein | Partner | Litigation | \$853.00 | 2.20 | \$1,876.60 |
| Steven O. Weise | Partner | Corporate | \$853.00 | 1.50 | \$1,279.50 |
| Jennifer L. Roche | Senior Counsel | Litigation | \$853.00 | 0.60 | \$511.80 |
| Laura Stafford | Associate | Litigation | \$853.00 | 1.90 | \$1,620.70 |
| TOTAL | | | | 10.10 | \$8,615.30 |

| Paraprofessional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-------------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Natasha Petrov | Legal Assistant | BSGR & B | \$291.00 | 4.50 | \$1,309.50 |
| TOTAL | | | | 4.50 | \$1,309.50 |

| | | |
|------------------------------|-------------------------------|-----------------------------------|
| SUMMARY OF LEGAL FEES | <u>Hours</u> 14.60 | <u>Fees</u> \$9,924.80 |
|------------------------------|-------------------------------|-----------------------------------|

Summary of Disbursements for the period August 2021

ACROSS ALL ERS-RELATED MATTERS

| EXPENSE CATEGORY | AMOUNTS |
|---------------------------|--------------------|
| Practice Support Vendors | \$6,081.70 |
| Transcripts & Depositions | \$7,278.68 |
| Highq Licensing | \$185.00 |
| TOTAL | \$13,545.38 |

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$8,932.32 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$13,545.38) in the total amount of \$22,477.70.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 46 of 83

Invoice Date
Invoice Number14 Sep 2021
21062916**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|-------------------------------------|--------------|-----------------------------|
| 218 Employment and Fee Applications | 4.50 | 1,309.50 |
| Total Fees | 4.50 | \$ 1,309.50 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 47 of 83

Invoice Date
Invoice Number14 Sep 2021
21062916**Description of Services Rendered**

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|--|--------------------|-------------|--|--------------|-------------------|
| Employment and Fee Applications – 218 | | | | | |
| 13 Aug 2021 | Petrov, Natasha B. | 218 | Review monthly statements for Proskauer 12th interim fee application (1.20); Perform calculations for same (1.30); Draft fee application (1.10). | 3.60 | 1,047.60 |
| 27 Aug 2021 | Petrov, Natasha B. | 218 | Continue drafting Proskauer 12th interim fee application. | 0.90 | 261.90 |
| Employment and Fee Applications Sub-Total | | | | 4.50 | \$1,309.50 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 48 of 83

Invoice Date
Invoice Number14 Sep 2021
21062916

Timekeeper Summary

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|------------------------------|--------------|-------------|--------------------|
| <u>Legal Assistant</u> | | | |
| Petrov, Natasha B. | 4.50 | 291.00 | 1,309.50 |
| Total Legal Assistant | 4.50 | | \$ 1,309.50 |
| Professional Fees | 4.50 | | \$ 1,309.50 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 49 of 83

Invoice Date
Invoice Number14 Sep 2021
21062916

| Description of Disbursements | | | |
|--|-------------------|--|-----------------|
| <u>Date</u> | <u>Timekeeper</u> | <u>Description</u> | <u>Amount</u> |
| High! Licensing | | | |
| 04 Feb 2020 | Kim, Mee (Rina) | High! Licensing | 185.00 |
| Total High! Licensing | | | 185.00 |
| Transcripts & Depositions | | | |
| 09 Aug 2021 | Pint, Penelope | Vendor: Gregory Edwards LLC Invoice#: 119277 Date: 9/16/2020 - AUGUST 14, 2020 - GE Virtual Deposition Deponent: TONY ARGIZ - August 14, 2020 deposition of Tony Argiz | 7,278.68 |
| Total Transcripts & Depositions | | | 7,278.68 |
| Practice Support Vendors | | | |
| 31 Aug 2021 | Chernus, Eric R. | Vendor: Ld Lower Holidngs Inc Invoice#: P0100196503 Date: 8/9/2021 - ediscovery services for FOMB - ediscovery services for FOMB | 3,041.30 |
| 31 Aug 2021 | Chernus, Eric R. | Vendor: Ld Lower Holidngs Inc Invoice#: P0100191951 Date: 7/9/2021 - ediscovery services for FOMB - ediscovery services for FOMB | 3,040.40 |
| Total Practice Support Vendors | | | 6,081.70 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 50 of 83

Invoice Date
Invoice Number14 Sep 2021
21062916**Disbursement Summary**

| <u>Disbursements and Other Charges</u> | <u>Amount</u> |
|---|----------------------|
| HighQ Charges | 185.00 |
| Practice Support Vendors | 6,081.70 |
| Transcripts | <u>7,278.68</u> |
| Total Disbursements | \$ 13,545.38 |

Total Billed**\$ 14,854.88**

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 51 of 83

Invoice Date
Invoice Number14 Sep 2021
21062915**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|--|--------------|-----------------------------|
| 206 Documents Filed on Behalf of the Board | 6.20 | 5,288.60 |
| 210 Analysis and Strategy | 3.90 | 3,326.70 |
| Total Fees | 10.10 | \$ 8,615.30 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 52 of 83

Invoice Date
Invoice Number14 Sep 2021
21062915

Description of Services Rendered

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|---|-----------------------|-------------|--|--------------|-------------------|
| Documents Filed on Behalf of the Board – 206 | | | | | |
| 16 Aug 2021 | Firestein, Michael A. | 206 | Review bankruptcy revisions to and multiple iterations of Coopertiva claim objection (0.40); Draft and review memorandum to P. Possinger and J. Levitan on Cooperativa claim objection (0.30). | 0.70 | 597.10 |
| 16 Aug 2021 | Levitan, Jeffrey W. | 206 | Review Cooperativa proof of claim (0.30); Revise objection to Cooperativa claims (1.40); E-mails L. Stafford regarding Cooperativa claims (0.50); Review P. Possinger comments to objection, e-mail P. Possinger (0.30). | 2.50 | 2,132.50 |
| 16 Aug 2021 | Roche, Jennifer L. | 206 | Review and analyze claim objection (0.40); E-mails with L. Stafford, M. Firestein and P. Possinger regarding objection (0.20). | 0.60 | 511.80 |
| 17 Aug 2021 | Firestein, Michael A. | 206 | Review and draft revised claim objection on Cooperativa pension claim issues (0.40); Review S. Weise edits to claim objection under UCC perspective (0.20). | 0.60 | 511.80 |
| 17 Aug 2021 | Levitan, Jeffrey W. | 206 | Review revised Cooperativa objection, e-mail L. Stafford (0.40); E-mails with S. Weise regarding Cooperativa claim, review M. Firestein e-mail, S. Weise analysis regarding Cooperativa claim (0.50). | 0.90 | 767.70 |
| 18 Aug 2021 | Firestein, Michael A. | 206 | Draft claim objection regarding Cooperativas and memorandum to L. Stafford on same (0.40). | 0.40 | 341.20 |
| 19 Aug 2021 | Levitan, Jeffrey W. | 206 | Review revised Coopertiva objection, e-mail L. Stafford. | 0.50 | 426.50 |
| Documents Filed on Behalf of the Board Sub-Total | | | | 6.20 | \$5,288.60 |
| Analysis and Strategy – 210 | | | | | |
| 15 Aug 2021 | Firestein, Michael A. | 210 | Partial review and drafting of Cooperativa claim and related drafting of memorandum to L. Stafford on strategy for same (0.50). | 0.50 | 426.50 |
| 16 Aug 2021 | Stafford, Laura | 210 | E-mails with M. Firestein, P. Possinger, J. Levitan, et al. regarding Cooperativas claim objection (0.60). | 0.60 | 511.80 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 53 of 83

Invoice Date
Invoice Number14 Sep 2021
21062915

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|--|-------------------|-------------|---|--------------|-------------------|
| 17 Aug 2021 | Weise, Steven O. | 210 | Review issues in ERS and Cooperativas proofs of claim. | 1.20 | 1,023.60 |
| 17 Aug 2021 | Stafford, Laura | 210 | E-mails with M. Firestein, J. Levitan, S. Weise, et al. regarding Cooperativas objections (0.30). | 0.30 | 255.90 |
| 18 Aug 2021 | Weise, Steven O. | 210 | Review revised objection in ERS and Cooperativas proofs of claim. | 0.30 | 255.90 |
| 18 Aug 2021 | Stafford, Laura | 210 | Review and revise draft Cooperativas claim objection (0.80). | 0.80 | 682.40 |
| 18 Aug 2021 | Stafford, Laura | 210 | E-mails with M. Firestein, S. Weise, et al. regarding Cooperativas claim objections (0.20). | 0.20 | 170.60 |
| Analysis and Strategy Sub-Total | | | | 3.90 | \$3,326.70 |

Client Name
Matter NameFOMB (33260)
ERS TITLE III - VEGABAJENA (0068)

Exhibit B Page 54 of 83

Invoice Date
Invoice Number14 Sep 2021
21062915**Timekeeper Summary**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|------------------------------|---------------------|--------------------|---------------------------|
| <u>Partner</u> | | | |
| Firestein, Michael A. | 2.20 | 853.00 | 1,876.60 |
| Levitan, Jeffrey W. | 3.90 | 853.00 | 3,326.70 |
| Weise, Steven O. | 1.50 | 853.00 | 1,279.50 |
| Total Partner | 7.60 | | \$ 6,482.80 |
| <u>Senior Counsel</u> | | | |
| Roche, Jennifer L. | 0.60 | 853.00 | 511.80 |
| Total Senior Counsel | 0.60 | | \$ 511.80 |
| <u>Associate</u> | | | |
| Stafford, Laura | 1.90 | 853.00 | 1,620.70 |
| Total Associate | 1.90 | | \$ 1,620.70 |
| Professional Fees | 10.10 | | \$ 8,615.30 |
| Total Billed | | | \$ 8,615.30 |

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)

Debtors.¹

-----X

IN RE: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FIFTY-FOURTH MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD SEPTEMBER 1, 2021 THROUGH SEPTEMBER 30, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: September 1, 2021 through September 30, 2021

Amount of compensation sought
as actual, reasonable and necessary: \$0.00

Amount of expense reimbursement sought
as actual, reasonable and necessary: \$3,045.20

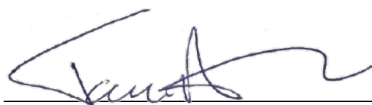
Total Amount for these Invoices: \$3,045.20

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 54th monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for September 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is written over a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On October 4, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period September 2021

| ERS – General | | | |
|---------------|--------------------|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| N/A | N/A | N/A | N/A |
| Total | | 0.00 | \$0.00 |

Summary of Legal Fees for the Period September 2021

ACROSS ALL ERS-RELATED MATTERS

| | | |
|------------------------------|------------------------------------|-------------------------------------|
| SUMMARY OF LEGAL FEES | <u>Hours</u> 0.00 | <u>Fees</u> \$0.00 |
|------------------------------|------------------------------------|-------------------------------------|

Summary of Disbursements for the period September 2021

ACROSS ALL ERS-RELATED MATTERS

| EXPENSE CATEGORY | AMOUNTS |
|--------------------------|-------------------|
| Practice Support Vendors | \$3,045.20 |
| TOTAL | \$3,045.20 |

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$0.00 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$3,045.20) in the total amount of \$3,045.20.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Financial Oversight and Management Board
Office 314A
40 Washington Square South
New York, NY 10012

Invoice: 21068121
Invoice Date: 04 Oct 2021
Client Matter ID: 33260.0007

Bill transmitted via ebilling system.

RE: PROMESA TITLE III: ERS

For legal services rendered for the period ending September 30, 2021 as set forth in this invoice.

Disbursements Billed

\$ 3,045.20

Total Due This Invoice

\$ 3,045.20

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account NO. 02838341
ABA NO. 021-000089
International Swift No. CITIUS33
Ref Id: 33260.0007

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)**Exhibit B Page 66 of 83****Invoice Date**
Invoice Number04 Oct 2021
21068121

Description of Disbursements

| <u>Date</u> | <u>Timekeeper</u> | <u>Description</u> | <u>Amount</u> |
|---------------------------------------|-------------------|--|-----------------|
| Practice Support Vendors | | | |
| 22 Sep 2021 | Chernus, Eric R. | Vendor: Ld Lower Holdings Inc Invoice#: P0100200377 Date: 9/8/2021 - ediscovery services for FOMB - ediscovery services for FOMB | 3,045.20 |
| Total Practice Support Vendors | | | 3,045.20 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 67 of 83

Invoice Date
Invoice Number04 Oct 2021
21068121

Disbursement Summary

| <u>Disbursements and Other Charges</u> | <u>Amount</u> |
|---|----------------------|
| Practice Support Vendors | 3,045.20 |
| Total Disbursements | \$ 3,045.20 |

Total Billed

\$ 3,045.20



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Financial Oversight and Management Board
Office 314A
40 Washington Square South
New York, NY 10012

Invoice: 21068121
Invoice Date: 04 Oct 2021
Client Matter ID: 33260.0007

Remit To:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:

CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account NO. 02838341
ABA NO. 021-000089
International Swift No. CITIUS33
Ref Id: 33260.0007

Total Due This Invoice

\$ 3,045.20

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account NO. 02838341
ABA NO. 021-000089
International Swift No. CITIUS33
Ref Id: 33260.0007

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FIFTY-FIFTH MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: October 1, 2021 through October 31, 2021

Amount of compensation sought
as actual, reasonable and necessary: **\$1,484.10**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$4,377.04**

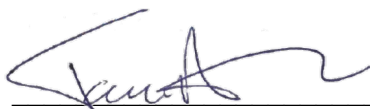
Total Amount for these Invoices: **\$5,861.14**

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 55th monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On December 1, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period October 2021

| ERS – General | | | |
|---------------|---------------------------------|--------------------|----------------------|
| Task Code | Matter Description | Total Billed Hours | Total Fees Requested |
| 218 | Employment and Fee Applications | 5.10 | \$1,484.10 |
| Total | | 5.10 | \$1,484.10 |

Summary of Legal Fees for the Period October 2021

ACROSS ALL ERS-RELATED MATTERS

| Paraprofessional | Position/Title | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-------------------------|-----------------------|-------------------|--------------------------------|-------------------------------|-------------------------------|
| Natasha Petrov | Legal Assistant | BSGR & B | \$291.00 | 5.10 | \$1,484.10 |
| TOTAL | | | | 5.10 | \$1,484.10 |

| | | |
|------------------------------|------------------------------------|---|
| SUMMARY OF LEGAL FEES | <u>Hours</u> 5.10 | <u>Fees</u> \$1,484.10 |
|------------------------------|------------------------------------|---|

Summary of Disbursements for the period October 2021

ACROSS ALL ERS-RELATED MATTERS

| EXPENSE CATEGORY | AMOUNTS |
|--------------------------|-------------------|
| Practice Support Vendors | \$4,192.04 |
| Highq Licensing | \$185.00 |
| TOTAL | \$4,377.04 |

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,335.69 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$4,377.04) in the total amount of \$5,712.73.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 79 of 83

Invoice Date
Invoice Number30 Nov 2021
21076823**Task Summary**

| Task | Hours | <u>Fees Incurred</u> |
|-------------------------------------|--------------|-----------------------------|
| 218 Employment and Fee Applications | 5.10 | 1,484.10 |
| Total Fees | 5.10 | \$ 1,484.10 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 80 of 83

Invoice Date
Invoice Number30 Nov 2021
21076823**Description of Services Rendered**

| <u>Date</u> | <u>Timekeeper</u> | <u>Task</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|--|--------------------|-------------|---|--------------|-------------------|
| Employment and Fee Applications – 218 | | | | | |
| 03 Oct 2021 | Petrov, Natasha B. | 218 | Review monthly statements for narrative for Proskauer 12th interim fee application. | 0.50 | 145.50 |
| 13 Oct 2021 | Petrov, Natasha B. | 218 | Continue drafting Proskauer 12th interim fee application. | 1.40 | 407.40 |
| 14 Oct 2021 | Petrov, Natasha B. | 218 | Review monthly statements for certain entries for Proskauer 13th interim fee application. | 0.40 | 116.40 |
| 22 Oct 2021 | Petrov, Natasha B. | 218 | Review data from D. Brown (0.10); Draft exhibit to Proskauer 12th interim fee application (0.40); Revise 12th interim fee application (0.10). | 0.60 | 174.60 |
| 28 Oct 2021 | Petrov, Natasha B. | 218 | Analyze monthly statements for Proskauer 13th interim fee application (0.40); Calculations regarding same (1.20); Draft same (0.60). | 2.20 | 640.20 |
| Employment and Fee Applications Sub-Total | | | | 5.10 | \$1,484.10 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 81 of 83

Invoice Date
Invoice Number30 Nov 2021
21076823

Timekeeper Summary

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees Amount</u> |
|-------------------------------|--------------|-------------|--------------------|
| <u>Legal Assistant</u> | | | |
| Petrov, Natasha B. | 5.10 | 291.00 | 1,484.10 |
| Total Legal Assistant | 5.10 | | \$ 1,484.10 |
| Professional Fees | 5.10 | | \$ 1,484.10 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 82 of 83

Invoice Date
Invoice Number30 Nov 2021
21076823

| Description of Disbursements | | | |
|---------------------------------------|--------------------------|---|-----------------|
| <u>Date</u> | <u>Timekeeper</u> | <u>Description</u> | <u>Amount</u> |
| High! Licensing | | | |
| 04 Feb 2020 | Kim, Mee (Rina) | High! Licensing | 185.00 |
| Total High! Licensing | | | 185.00 |
| Practice Support Vendors | | | |
| 22 Jan 2020 | Gardephe, Christopher H. | Vendor: Ld Lower Holidngs Inc; Invoice#: P0100101260; Date: 1/22/2020 - relativity hosting. | 1,141.94 |
| 26 Oct 2021 | Chernus, Eric R. | Vendor: Ld Lower Holidngs Inc Invoice#: P0100205099 Date: 10/6/2021 - ediscovery Services for FOMB - ediscovery Services for FOMB | 3,050.10 |
| Total Practice Support Vendors | | | 4,192.04 |

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 83 of 83

Invoice Date
Invoice Number30 Nov 2021
21076823

Disbursement Summary

| <u>Disbursements and Other Charges</u> | <u>Amount</u> |
|---|----------------------|
| HighQ Charges | 185.00 |
| Practice Support Vendors | <hr/> 4,192.04 |
| Total Disbursements | \$ 4,377.04 |

Total Billed

\$ 5,861.14
